

RECORDATION NO. 26277-A FILED

MAR 31 '06

1-03 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 31, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of March 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement being filed with the Board concurrently herewith under Recordation Number _____.

The name and address of the party to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas TX 75207

[Lessee: Cemex USA Cement, Inc.
1200 Smith Street
Houston TX 77002]

Mr. Vernon A. Williams
March 31, 2006
Page two

A description of the railroad equipment covered by the enclosed document
is:

94 railcars CEMX 110607 – CEMX 110700.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on March 31, 2006 by Trinity Industries Leasing Company, a Delaware corporation (the "**Lessor**").

W I T N E S S E T H:

The Lessor and Cemex USA Cement, Inc., a Delaware corporation (the "**Lessee**") have entered into that certain Railroad Car Lease Agreement (the "**Lease Agreement**"), dated as of February 8, 2000, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars as listed on each Rider incorporated therein.

The Lessor and Lessee have executed Rider Ten (10) to Railroad Car Lease Agreement, dated as of September 1, 2005, whereby the Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 

Name: Eric Marchetto
Title: Vice President

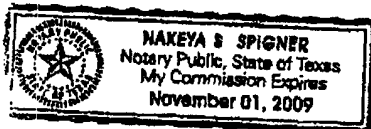
Executed on this 31 day of March, 2006

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 31 day of March 2006, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that (s)he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

NaKeya S. Spigner
Name: NaKeya S. Spigner
Notary Public



My Commission Expires: November 1, 2009
Residing in: Dallas, Texas

EXHIBIT A

Equipment: 116-Ton Twin Covered Hopper Cars with Miner MKE-10415 Gate

Quantity: Ninety Four (94) units

Road Numbers Prefix: CEMX See Attachment 1

Attachment 1

110607	110631	110655	110679
110608	110632	110656	110680
110609	110633	110657	110681
110610	110634	110658	110682
110611	110635	110659	110683
110612	110636	110660	110684
110613	110637	110661	110685
110614	110638	110662	110686
110615	110639	110663	110687
110616	110640	110664	110688
110617	110641	110665	110689
110618	110642	110666	110690
110619	110643	110667	110691
110620	110644	110668	110692
110621	110645	110669	110693
110622	110646	110670	110694
110623	110647	110671	110695
110624	110648	110672	110696
110625	110649	110673	110697
110626	110650	110674	110698
110627	110651	110675	110699
110628	110652	110676	110700
110629	110653	110677	
110630	110654	110678	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/06



Robert W. Alvord